

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	X	
	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i>,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)

**ORDER GRANTING APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
AS ATTORNEYS FOR THE DEBTORS, FOR FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES PERFORMED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM SEPTEMBER 15, 2008 THROUGH MARCH 5, 2012**

Upon consideration of the application (the “**Final Application**”) of Weil Gotshal & Manges LLP (“**Weil**”) for allowance of final compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period September 15, 2008 through March 5, 2012 (the “**Final Application Period**”), pursuant to section 330(a) and 331 of title 11 of the United States Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure; and after due notice pursuant to the second amended order dated June 17, 2010, governing case management and administrative procedures [ECF No. 9635]; and there being no objection to the Final Application; and Weil having orally amended the Final Application to reduce its request for compensation for the Final Application Period to \$421,578,556.89; and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED that the Final Application is granted to the extent provided in Schedule A;
and it is further

ORDERED that the Debtors are authorized and directed, upon entry of this Order, to pay
Weil promptly by wire transfer or check all allowed fees and expenses less the amounts
previously paid by the Debtors pursuant to orders of the Court.

Dated: New York, New York
December 5, 2012

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

SCHEDULE A

Final Application Period: September 15, 2008 through March 5, 2012

Applicant	Date/ ECF Number	Fees Requested	Fees Allowed	Fees to be Paid for Prior Fee Period(s) (Including Fees Held Back)	Total Fees To Be Paid	Expenses Requested	Expenses Allowed	Expenses To Be Paid
Weil, Gotshal & Manges LLP	July 3, 2012/ 29201	\$431,578,556.89 ¹	\$421,578,556.89	\$13,278,719.00 ²	\$13,278,719.00	\$11,153,196.11	\$11,153,196.11	\$11,153,196.11 ²

Schedule A

Dated: 12/5/12

INITIALS: JMP, USBJ

¹ The Final Application was orally amended to reduce the amount requested to \$421,578,556.89.

² Weil has received \$419,453,034.00 as interim compensation for professional services performed and reimbursement of expenses incurred during the Final Application Period. \$13,278,719.00 represents amounts held back during each of the interim periods. It is the difference between (a) the sum of the Fees To Be Paid for Final Period and Expenses To Be Paid and (b) the amount Weil has received as interim compensation during the Final Application Period.

SCHEDULE B
CUMULATIVE FEE APPLICATIONS
September 15, 2008 through March 5, 2012

Applicant	Total Fees Requested	Total Fees Paid (including amounts to be paid pursuant to this Order)	Total Expenses Requested	Total Expenses Paid (including amounts to be paid pursuant to this Order)
Weil, Gotshal & Manges LLP	\$431,578,556.89 ¹	\$421,578,556.89	\$11,153,196.11	\$11,153,196.11

Schedule B

Dated: 12/5/12

INITIALS: JMP, USBJ

¹ The Final Application was orally amended to reduce the amount requested to \$421,578,556.89.